

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MISSOURI  
KANSAS CITY DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>INTERSTATE BAKERIES</b>	)	
<b>CORPORATION, et al<sup>1</sup></b>	)	
	)	<b>Case No. 04-45814 (JWV)</b>
<b>Debtors.</b>	)	
	)	
	)	<b>(Jointly Administered)</b>

**CERTIFICATION OF KAREN M. WAGNER REGARDING VOTES ACCEPTING OR  
REJECTING THE AMENDED JOINT PLAN OF REORGANIZATION OF  
INTERSTATE BAKERIES CORPORATION AND ITS AFFILIATED DEBTORS AND  
DEBTORS-IN-POSSESSION DATED OCTOBER 31, 2008**

I, Karen M. Wagner being duly sworn according to law, depose and say under penalty of perjury:

1. I am over the age of eighteen years and I am not individually a party to these proceedings.
2. I am a Consultant employed by Kurtzman Carson Consultants LLC ("KCC"), the Court-approved claims, noticing and balloting agent for Interstate Bakeries Corporation and its affiliated Debtors and Debtors-in-Possession. My business address is 2335 Alaska Ave, El Segundo, CA 90245. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge.
3. On October 25, 2004, the Court signed and entered its Order Under 28 U.S.C. §156(c) Approving Agreement with Kurtzman Carson Consultants LLC and Appointing

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<sup>1</sup> The following subsidiaries' and affiliates' chapter 11 cases are jointly administered with IBC's chapter 11 case: Armour and Main Redevelopment Corporation ("Armour & Main"); Baker's Inn Quality Baked Goods, LLC; IBC Sales Corporation ("IBC Sales"); IBC Services, LLC; IBC Trucking, LLC; Interstate Brands Corporation; New England Bakery Distributors, L.L.C. ("New England Bakery"); and Mrs. Cubbison's Foods, Inc. ("Mrs. Cubbison's").

Kurtzman Carson Consultants as Claims, Noticing and Balloting Agent (“KCC”) [Docket No. 405]

4. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization. KCC worked with counsel to the Debtors to solicit votes to accept or reject the Debtors’ Amended Joint Plan of Reorganization of Interstate Bakeries Corporation and its Affiliated Debtors and Debtors-in-Possession Dated October 31, 2008 [Docket No. 11488] (the “Plan”).

5. Under my supervision, KCC generated and distributed documents (the “Solicitation Packages”) relating to the Plan in accordance with the solicitation and tabulation rules outlined in the “Order Approving (I) the Form and Manner of Notice of the Disclosure Statement Hearing, (II) the Disclosure Statement, (III) Cure Procedures for Executory Contracts or Unexpired Leases to be Assumed Pursuant to the Plan, (IV) the Record Date, Voting Deadline and Certain Other Procedures, (V) the Form and Manner of Notice of the Confirmation Hearing and Procedures for Filing Objections to the Plan, and (VI) Solicitation Procedures for Confirmation “ (the “Solicitation Procedures Order”) as entered by the Court on October 30, 2008 [Docket No. 11483].

**SERVICE AND TRANSMITTAL OF SOLICITATION PACKAGES AND RELATED INFORMATION**

6. Under my supervision, KCC caused Solicitation Packages and ballots to be sent to creditors entitled to vote on the Plan in accordance with the Solicitation Procedures Order on or before November 6, 2008. Declarations evidencing the service of the foregoing were filed with the Bankruptcy Court on November 15, 2008 [Docket Nos. 11550, 11551 and 11556] and November 30, 2008 [Docket No. 11614].

**THE TABULATION PROCESS**

7. The Solicitation Procedures Order established October 20, 2008, as the record date for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Solicitation Procedures Order, holders of claims in Class 4 (Trade Claims) and Class 5 (General Unsecured Claims) under the

Plans of Mrs. Cubbison's, Armour & Main and New England Bakery, and holders of claims in Class 7 (Capital Lease Claims) and Class 8 (Prepetition Lender Claims) under the Main Debtors' Plan (collectively, the "Voting Classes"), were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

8. In order to identify the holders of Claims entitled to vote to accept or reject the Plan, the Debtors used the claims information pertaining to the Debtors' Chapter 11 cases contained in KCC's CaseView system ("CaseView"). CaseView is a computer database system that contains the data from the Debtors' schedules, integrates the data contained on filed proofs of claim and tracks any alterations to claims, e.g., Notices of Transfer, objections to claims, withdrawals of claims. Using the information outlined above, and with specific guidance and direction from counsel for the Debtors, KCC created a voting amount spreadsheet reflecting the names, addresses and classification of Claims in the Voting Classes.

9. Using its CaseView voting database, KCC generated ballots (the "Ballots") for holders of Claims entitled to vote to accept or reject the Plan. The Solicitation Procedures Order established December 1, 2008 at 4:00 p.m. prevailing Pacific Time as the deadline for receiving Ballots to accept or reject the Plan (the "Voting Deadline").

10. KCC received and tabulated the Ballots as follows: (a) each returned Ballot was opened and/or inspected at KCC's office; (b) Ballots were date-stamped, sorted according to Plan Class, and scanned into CaseView; and (c) all Ballots received were then entered into CaseView and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures Order.

11. In addition to the foregoing, at the December 1, 2008 hearing to consider approval of the settlement agreement between the Debtors and the American Bakers Association Retirement Plan and Trust (the "ABA Plan"), the Court authorized Debtors' counsel to receive the Class 5 Ballot of the ABA Plan (the "ABA Ballot") for confirmation purposes. Debtors' counsel received the ABA Ballot pursuant to the Court's authority and directed KCC to enter the ABA Ballot into CaseView and include the vote in its tabulation results.

12. With the exception of the Class 5 ABA Ballot and except as provided in the following paragraph, in order for a Ballot to be counted as valid, the Ballot must have been properly completed and executed by the holder of a Claim, or such holder's authorized representative, and must have been received on or before the Voting Deadline

13. KCC received three additional Ballots accepting the Plan one day after the Voting Deadline, including Ballots from (i) Bank of Nova Scotia, in the amount of \$9,482,573.35, in Class 8 under the Main Debtors' Plan; (ii) JPMorgan Chase Bank NA, in the amount of \$4,578,386.07, in Class 8 under the Main Debtors' Plan; and (iii) Del Mar Master Fund Limited, in the amount of \$11,632.52, in Class 4 under Mrs. Cubbison's Plan (collectively, the "Late-Filed Ballots"). Pursuant to the Solicitation Procedures Order (and due in part to the fact that Ballots were due the day after a major holiday), the Debtors have determined to count these Late-Filed Ballots subject to subsequent approval by the Bankruptcy Court at the hearing on confirmation of the Plan. Thus, KCC has included such votes in the summary of voting results set forth below; however, all voting classes of claims in which the Late-Filed Claims were included would have voted to "accept" the Plan even had the Late-Filed Claims not been included.

14. Set forth below is a summary of the voting results with respect to the voting classes:

<b><u>Voting Class Results</u></b>	
<b>Class</b>	<b>Result</b>
Class 4 – Trade Claims	Accept
Class 5 – General Unsecured Claims	Accept
Class 7 – Capital Lease Claims	Accept
Class 8 – Pre-Petition Lender Claims	Accept

All Voting Classes	Amount			Number		
	Accept	Reject	Percent Accepting	Accept	Reject	Percent Accepting
<b>IBC Sales</b>						
Class 7	\$456,128.52	\$0	100%	3	0	100%
Class 8	\$451,412,030.13	\$0	100%	29	0	100%
<b>Main Debtors (other than IBC Sales)</b>						
Class 8	\$451,412,030.13	\$0	100%	29	0	100%
<b>Mrs. Cubbison's</b>						
Class 4	\$13,675.27	\$0	100%	3	0	100%
Class 5	\$7,218,726.74	\$0	100%	3	0	100%
<b>New England Bakery</b>						
Class 4	\$3,637.91	\$0	100%	5	0	100%
Class 5	\$7,218,726.74	\$0	100%	3	0	100%
<b>Armour &amp; Main</b>						
Class 5	\$7,218,726.74	\$0	100%	3	0	100%

15. The final Ballot Report containing (a) Summary Ballot Report by Voting Class; and (b) a detailed Ballot Report for the Voting Classes is attached to this Declaration as **Exhibit A**.

16. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to the Court.

17. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of Ballots in connection with the Plan is true and correct.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 3, 2008

Respectfully submitted,

/s/ Karen M. Wagner

Karen M. Wagner  
Kurtzman Carson Consultants LLC  
2335 Alaska Ave  
El Segundo, CA 90245  
(310) 823-9000

## Exhibit A

Amended Joint Plan of Reorganization of Interstate Bakeries Corporation and its Affiliated Debtors and Debtors-in-Possession Dated October 31, 2008																
Class Name	Class Description	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	Percentage Members Accepted	Percentage Members Rejected	Total Amount in Class	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	Percentage of Amount Accepted	Percentage of Amount Rejected
4	Trade Claims	8	0	8	8	0	0	100.00	0.00	\$17,313.18	\$17,313.18	\$17,313.18	\$0.00	\$0.00	100.00	0.00
5	General Unsecured Claims	4	0	3	3	0	0	100.00	0.00	\$7,218,727.74	\$7,218,726.74	\$7,218,726.74	\$0.00	\$0.00	100.00	0.00
7	Capital Lease Claims	16	0	3	3	0	0	100.00	0.00	\$2,575,478.22	\$456,128.52	\$456,128.52	\$0.00	\$0.00	100.00	0.00
8	Prepetition Lender Claims	29	0	29	29	0	0	100.00	0.00	\$451,412,030.13	\$451,412,030.13	\$451,412,030.13	\$0.00	\$0.00	100.00	0.00



Ballot Number	Creditor Name	Date Received	Date Signed	Voting Amount	Total Votes	Votes Accept	Votes Reject	Votes Abstain	Total Dollars	Dollars Accept	Dollars Reject	Dollars Abstain	Accept/Reject?	Voting Amount? (Only fill in if creditor indicates a change)
5017	Acosta Sales and Marketing	11/25/08	11/20/08	\$710.84	1	1	0	0	\$710.84	\$710.84	\$0.00	\$0.00	Accept	
5004	Avaya Inc	11/19/08	11/12/08	\$169.56	1	1	0	0	\$169.56	\$169.56	\$0.00	\$0.00	Accept	
5005	Avaya Inc fka Expanets	11/19/08	11/12/08	\$1,097.70	1	1	0	0	\$1,097.70	\$1,097.70	\$0.00	\$0.00	Accept	
5001	Butler Area Sewer Auth	11/17/08	11/11/08	\$62.32	1	1	0	0	\$62.32	\$62.32	\$0.00	\$0.00	Accept	
5011	Central Maine Newspapers	11/17/08	11/12/08	\$2,201.41	1	1	0	0	\$2,201.41	\$2,201.41	\$0.00	\$0.00	Accept	
5002	Corp Brothers Inc	11/17/08	11/12/08	\$106.92	1	1	0	0	\$106.92	\$106.92	\$0.00	\$0.00	Accept	
5043	Del Mar Master Fund Limited	12/2/08	12/1/08	\$11,632.52	1	1	0	0	\$11,632.52	\$11,632.52	\$0.00	\$0.00	Accept	
5039	Telepacific Communications	12/1/08	11/19/08	\$1,331.91	1	1	0	0	\$1,331.91	\$1,331.91	\$0.00	\$0.00	Accept	

Ballot Number	Creditor Name	Date Received	Date Signed	Voting Amount	Total Votes	Votes Accept	Votes Reject	Votes Abstain	Total Dollars	Dollars Accept	Dollars Reject	Dollars Abstain	Accept/Reject?	Debtor? (Fill in names of Debtor(s) creditor selected)
5040	American Bakers Assoc Retirement Plan and Trust	12/1/08	12/1/08	\$6,000,000.00	1	1	0	0	\$6,000,000.00	\$6,000,000.00	\$0.00	\$0.00	Accept	Mrs. Cubbison's Foods Inc, Armour and Main Redevelopment Corporation, New England Bakery Distributors L.L.C.
5010	Central Pennsylvania Teamsters Pension Fund	11/24/08	11/21/08	\$476,678.00	1	1	0	0	\$476,678.00	\$476,678.00	\$0.00	\$0.00	Accept	Mrs. Cubbison's Foods Inc , Armour and Main Redevelopment Corporation, New England Bakery Distributors LLC
	Pension Benefit Guaranty Corporation			\$1.00	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
5007	Seiu National Industry Pension Fund et al	11/17/08	11/13/08	\$742,048.74	1	1	0	0	\$742,048.74	\$742,048.74	\$0.00	\$0.00	Accept	Mrs Cubbisons Foods Inc, Amour and Main Redevelopment Corporation, New England Bakery Distributors LLC

Class 7

Ballot Number	Creditor Name	Date Received	Date Signed	Voting Amount	Total Votes	Votes Accept	Votes Reject	Votes Abstain	Total Dollars	Dollars Accept	Dollars Reject	Dollars Abstain	Accept/Reject?	Voting Amount? (Only fill in if creditor indicates a change)
	1322 CLEARLAKE LLC			\$351,549.07	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
5037	ALATEN PROPERTIES	11/28/08	11/24/08	\$29,535.48	1	1	0	0	\$29,535.48	\$29,535.48	\$0.00	\$0.00	Accept	
	B & H RENTALS			\$20,853.79	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	CURT & LANNI JACOBSON			\$132,467.24	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	FAL INC			\$6,341.49	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	FLOUR POWER TRUST			\$41,757.05	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	HARRISON WALKER PROPERTIES LLC			\$105,638.07	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	IBC PARADISE PROPERTIES L L C			\$406,780.30	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	JAMES A AND JOSEPHINE M SKEETERS			\$294,143.48	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	JO JO ENTERPRISES INC			\$12,369.88	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
5038	M DIANE ROGERS	12/1/08	11/12/08	\$53,533.89	1	1	0	0	\$53,533.89	\$53,533.89	\$0.00	\$0.00	Accept	
	NORWOOD & JENLEE WEST FAMILY TRUST			\$142,904.68	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
5009	PRN INVESTMENTS INC	11/24/08	11/18/08	\$373,059.15	1	1	0	0	\$373,059.15	\$373,059.15	\$0.00	\$0.00	Accept	\$605,500.00
	TOMARCO PARTNERS LLP			\$175,056.08	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	WAYNE MONTGOMERY JR MICHAEL L MONTGOMERY			\$219,109.47	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		
	WONDERHOST LLC			\$210,379.10	0	0	0	0	\$0.00	\$0.00	\$0.00	\$0.00		

Ballot Number	Creditor Name	Date Received	Date Signed	Voting Amount	Total Votes	Votes Accept	Votes Reject	Votes Abstain	Total Dollars	Dollars Accept	Dollars Reject	Dollars Abstain	Accept/Reject?	Voting Amount? (Only fill in if creditor indicates a change)
5023	BANK OF AMERICA NA	11/26/08	11/24/08	\$2,946,047.26	1	1	0	0	\$2,946,047.26	\$2,946,047.26	\$0.00	\$0.00	Accept	
5041	BANK OF NOVA SCOTIA	12/2/08	11/23/08	\$9,482,573.35	1	1	0	0	\$9,482,573.35	\$9,482,573.35	\$0.00	\$0.00	Accept	
5027	BLACK DIAMOND CAPITAL MANAGEMENT	11/28/08		\$4,113,338.84	1	1	0	0	\$4,113,338.84	\$4,113,338.84	\$0.00	\$0.00	Accept	
5003	CARLSON CAPITAL LP	11/17/08	11/12/08	\$1,610,000.00	1	1	0	0	\$1,610,000.00	\$1,610,000.00	\$0.00	\$0.00	Accept	
5006	CARLSON CAPITAL LP	11/17/08	11/12/08	\$13,390,000.00	1	1	0	0	\$13,390,000.00	\$13,390,000.00	\$0.00	\$0.00	Accept	
5031	CITIGROUP FINANCIAL PRODUCTS INC	11/28/08	11/26/08	\$1,898,425.95	1	1	0	0	\$1,898,425.95	\$1,898,425.95	\$0.00	\$0.00	Accept	
5021	DEUTSCHE BANK	11/26/08	11/25/08	\$13,101,222.35	1	1	0	0	\$13,101,222.35	\$13,101,222.35	\$0.00	\$0.00	Accept	\$18,229,708.08
5036	DEUTSCHE BANK AG	11/28/08	11/25/08	\$806,490.34	1	1	0	0	\$806,490.34	\$806,490.34	\$0.00	\$0.00	Accept	
5025	DEUTSCHE BANK AG	11/26/08	11/25/08	\$61,727.88	1	1	0	0	\$61,727.88	\$61,727.88	\$0.00	\$0.00	Accept	
5026	DEUTSCHE BANK AG	11/26/08	11/25/08	\$7,659,483.23	1	1	0	0	\$7,659,483.23	\$7,659,483.23	\$0.00	\$0.00	Accept	\$10,523,704.45
5028	GOLDMAN SACHS CREDIT PARTNERS LP	11/28/08	11/26/08	\$632,808.70	1	1	0	0	\$632,808.70	\$632,808.70	\$0.00	\$0.00	Accept	
5008	GRAND CENTRAL ASSET TRUST SIL SERIES	11/21/08	11/20/08	\$61,027,917.00	1	1	0	0	\$61,027,917.00	\$61,027,917.00	\$0.00	\$0.00	Accept	\$61,030,964.51
5033	JPMORGAN CHASE BANK NA	11/28/08	11/26/08	\$654,521.85	1	1	0	0	\$654,521.85	\$654,521.85	\$0.00	\$0.00	Accept	
5042	JPMORGAN CHASE BANK NA	12/2/08	11/25/08	\$4,578,386.07	1	1	0	0	\$4,578,386.07	\$4,578,386.07	\$0.00	\$0.00	Accept	
5032	JPMORGAN CHASE BANK NA	11/28/08	11/26/08	\$7,705,592.48	1	1	0	0	\$7,705,592.48	\$7,705,592.48	\$0.00	\$0.00	Accept	
5020	LEHMAN COMMERCIAL PAPER INC	11/26/08	11/25/08	\$6,086,269.30	1	1	0	0	\$6,086,269.30	\$6,086,269.30	\$0.00	\$0.00	Accept	
5016	MCDONNELL LOAN OPPORTUNITY LTD	11/25/08	11/20/08	\$50,030,589.47	1	1	0	0	\$50,030,589.47	\$50,030,589.47	\$0.00	\$0.00	Accept	
5019	MONARCH MASTER FUNDING LTD	11/26/08	11/24/08	\$74,807,853.68	1	1	0	0	\$74,807,853.68	\$74,807,853.68	\$0.00	\$0.00	Accept	\$106,191,789.11
5015	PROMETHEAN ASSET MANAGEMENT LLC	11/25/08	11/21/08	\$4,624,867.29	1	1	0	0	\$4,624,867.29	\$4,624,867.29	\$0.00	\$0.00	Accept	
5029	Q FUNDING III LP	11/28/08	11/26/08	\$5,002,504.50	1	1	0	0	\$5,002,504.50	\$5,002,504.50	\$0.00	\$0.00	Accept	
5030	R2 TOP HAT LTD	11/28/08	11/26/08	\$111,816,483.39	1	1	0	0	\$111,816,483.39	\$111,816,483.39	\$0.00	\$0.00	Accept	
5012	SCHULTZE ASSET MANAGEMENT LLC	11/25/08	11/21/08	\$1,534,193.46	1	1	0	0	\$1,534,193.46	\$1,534,193.46	\$0.00	\$0.00	Accept	
5014	SCHULTZE ASSET MANAGEMENT LLC	11/25/08	11/21/08	\$60,000.28	1	1	0	0	\$60,000.28	\$60,000.28	\$0.00	\$0.00	Accept	
5013	SCHULTZE ASSET MANAGEMENT LLC	11/25/08	11/21/08	\$14,199,337.12	1	1	0	0	\$14,199,337.12	\$14,199,337.12	\$0.00	\$0.00	Accept	
5024	SILVER POINT CAPITAL LP	11/26/08	11/25/08	\$9,103,640.47	1	1	0	0	\$9,103,640.47	\$9,103,640.47	\$0.00	\$0.00	Accept	\$9,107,954.35
5018	SILVER POINT CAPITAL LP	11/26/08	11/24/08	\$13,905,493.19	1	1	0	0	\$13,905,493.19	\$13,905,493.19	\$0.00	\$0.00	Accept	
5022	SILVER POINT CAPITAL LP	11/26/08		\$20,477,501.88	1	1	0	0	\$20,477,501.88	\$20,477,501.88	\$0.00	\$0.00	Accept	
5035	TRS LEDA LLC	11/28/08	11/26/08	\$9,094,760.80	1	1	0	0	\$9,094,760.80	\$9,094,760.80	\$0.00	\$0.00	Accept	
5034	YUCAIPA COMPANIES	11/28/08	11/25/08	\$1,000,000.00	1	1	0	0	\$1,000,000.00	\$1,000,000.00	\$0.00	\$0.00	Accept	